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BEFORE THE ARIZONA CORPORATE COMMISSION

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AZ CORP COMMISSION  
DOCKET CONTROL**COMMISSIONERS**

DOUG LITTLE, Chairman

BOB STUMP

BOB BURNS

TOM FORESE

ANDY TOBIN

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67240  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67240 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 15<sup>th</sup> day of April, 2016.

SNELL &amp; WILMER L.L.P.

Arizona Corporation Commission

**DOCKETED**

APR 15 2016

DOCKETED BY

By

Michael W. Patten

Timothy J. Sabo

One Arizona Center

400 East Van Buren Street

Phoenix, Arizona 85004

1 Original + 13 copies of the foregoing  
2 filed this 15th day of April, 2016, with:

3 Docket Control  
4 ARIZONA CORPORATION COMMISSION  
5 1200 West Washington  
6 Phoenix, Arizona 85007

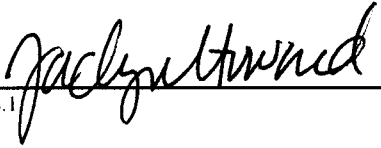
7 Copies of the foregoing hand-delivered/mailed  
8 this 15th day of April, 2016, to:

9 Dwight D. Nodes  
10 Acting Chief Administrative Law Judge  
11 Hearing Division  
12 Arizona Corporation Commission  
13 1200 West Washington  
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.  
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25 Brian Bozzo  
26 Manager Compliance Enforcement, Utilities Division  
27 Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

28 By   
29 23903968.1

## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0586 and No. W-03576A-03-0586.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, Inc. during the three month period ending on the date this document is executed.

## PART 2

As of February 29, 2016, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	
Long-Term Debt*	-	0%	-	0%
Equity**	71,976,448	100%	55,529,814	100%
	<u>\$ 71,976,448</u>	<u>100%</u>	<u>\$ 55,529,814</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	-	0%	-	0%
Equity**	-	0%	4,718,976	100%
	<u>\$ -</u>	<u>100%</u>	<u>\$ 4,718,976</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	-	0%	-	0%
Equity**	2,640,182	100%	(312,125)	100%
	<u>\$ 2,640,182</u>	<u>100%</u>	<u>\$ (312,125)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	2,480,649	100%	(529,737)	100%
	<u>\$ 2,480,649</u>	<u>100%</u>	<u>\$ (529,737)</u>	<u>100%</u>
	Picacho Cove Water		Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	131,674	100%	452,931	100%
	<u>\$ 131,674</u>	<u>100%</u>	<u>\$ 452,931</u>	<u>100%</u>
	Balterra Sewer			
	Amount	%		
Long-Term Debt*	-	0%		
Equity**	1,762,777	100%		
	<u>\$ 1,762,777</u>	<u>100%</u>		

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED RON FLEMING AND MIKE LIEBMAN, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

DocuSigned by:

Ron L. Fleming

Signature of Officer Ron L. Fleming

DocuSigned by:

Mike Liebman

Signature of Officer Mike Liebman

4/15/2016

4/15/2016